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May 5, 2000

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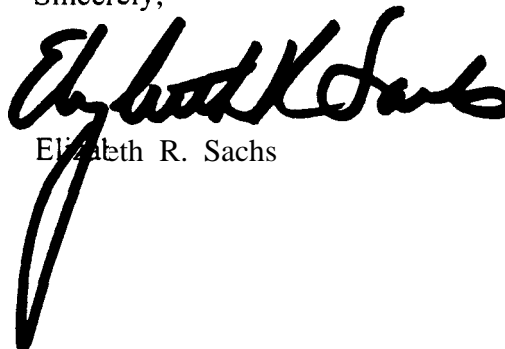
**Re: Neoworld License Holdings, Inc.
Updated FCC Form 602: FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

To whom it may concern:

On behalf of Neoworld License Holdings, Inc., we filed an amended FCC Form 602 on April 26, 2000. Because this form was not filed subject to a Commission deadline and has not appeared on Public Notice, it may be amended as a matter of right pursuant to section 1.927(a) of the Commission's Rules. Accordingly, we are attaching an amended version of this submission. Please discard the Form 602 filed on April 26, 2000 and replace it with the attached materials. For the Commission's convenience, we have attached a narrative description of the information contained in the form as well as a list of the changes made to the April 26 version.

Should any questions arise with respect to this filing, kindly contact the undersigned.


Sincerely,


Elizabeth R. Sachs

Enclosures



Applicant/Licensee Information

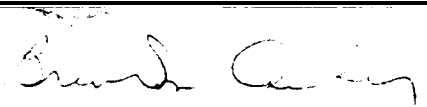
1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): NEOWORLD LICENSE HOLDINGS, INC.		3) Applicant TIN: 	

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: BRIAN	MI: D	Last Name: MCAULEY	Suffix:
Title: PRESIDENT			
Signature: 			Date: 5/5/00
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)). AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Neoworld. Inc.		3) Disclosable Interest Holder's TIN:		
4) Disclosable Interest Holder's Address: 1515 Broad Street, Bloomfield, NJ 07003				
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O - The Applicant is a wholly-owned subsidiary of this entity.		9) Disclosable Interest Holder's Country of Citizenship: USA		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): The Applicant is a wholly-owned subsidiary of this entity.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Neoworld License Holdings, inc. 1515 Broad Street, Bloomfield, NJ 07003	Telecommunications		100%

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FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Neoworld Holdings, LLC				
3) Disclosable Interest Holder's TIN: Not yet assigned				
4) Disclosable Interest Holder's Address: 1515 Broad Street, Bloomfield, NJ 07003				
5) Type of Interest in Applicant (I) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): (M) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O			9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Applicant is a wholly-owned subsidiary of Neoworld, Inc.. which is a wholly-owned subsidiary of Neoworld Holdings, LLC				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
None			

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**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): -	MI:	Last Name:	suffix:
2) Disclosable Interest Holders Name (if entity): Madison Dearborn Partners (Madison Dearborn Capital Partners III, LP, Madison Dearborn Special Equity III, LP, Special Advisors Fund I, LLC)			3) Disclosable Interest Holder's TIN: N/A
4) Disclosable Interest Holders Address: Three First National Plaza - Suite 3600, Chicago, IL 60602			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (G) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 21%
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Membership interest in Neoworld Holdings, LLC, which is the parent of Neoworld, Inc. which is the parent of Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
This entity is a large institutional investor with a broad range of investments in the telecommunications industry. This institutional investor will not be involved in the day-to-day management decisions of the applicant. This investor is in the process of confirming that it does not have a controlling interest in any FCC-regulated company. If we are notified of any such interest, we will supplement this form accordingly.			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First-Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): First Union Capital Partners, LLC		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: One First Union Center - 5th Floor 1301 South College Street, Charlotte, NC 28288-0732			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (M) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 13.6 %
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Membership interest in Neoworld Holdings, LLC, which is the parent of Neoworld, Inc. which is the parent of Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
This entity is a large institutional investor with a broad range of investments in the telecommunications industry. This institutional investor will not be involved in the day-to-day management decisions of the applicant. This investor is in the process of confirming that it does not have a controlling interest in any FCC-regulated company. If we are notified of any such interest, we will supplement this form accordingly.			

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Schedule A**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holders Name (if entity): Goldman Sachs & Co. (GS Capital Partners III, LP, GS Capital Partners III Offshore, LP, Goldman, Sachs & Co. Verwaltungs GmbH, Stone Street Fund 2000 LP, Bridge Street Special Opportunities Fund 2000, LP, Bridge Street Special Opportunities Fund 2000, LP)			3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: 85 Broad Street, New York, NY 10004				
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 13.6%	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC			9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Membership interest in Neoworld Holdings, LLC, which is the parent of Neoworld. Inc. which is the parent of Applicant.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
This entity is a large institutional investor with a broad range of investments in the telecommunications industry. This institutional investor will not be involved in the day-to-day management decisions of the applicant. This investor is in the process of confirming that it does not have a controlling interest in any FCC-regulated company. If we are notified of any such interest, we will supplement this form accordingly.			

**FCC Ownership Disclosure Information for the
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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holders Name (if entity): Sevin Rosen Fund VI, LP, Sevin Rosen VI Affiliates Fund, LP, Sevin Rosen Fund VII, LP, Sevin Rosen VII Affiliates Fund, LP (collectively "Sevin Rosen Funds")			3) Disclosable Interest Holder's TIN: NIA	
4) Disclosable Interest Holder's Address: Two Galleria Tower I 13455 Noel Road - Suite 1670 LV24, Dallas, TX 75240				
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (L) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: NIA	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: USA		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Membership interest in Neoworld Holdings, LLC, which is the parent of Neoworld, Inc. which is the parent of Applicant.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

I Ia) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	I Ib) Principal Business:	I Ic) TIN:	I Id) Percent of interest Held:
This entity is a large institutional investor with a broad range of investments in the telecommunications industry. This institutional investor will not be involved in the day-to-day management decisions of the applicant. This investor is in the process of confirming that it does not have a controlling interest in any FCC-regulated company. If we are notified of any such interest, we will supplement this form accordingly.			

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Schedule A**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Schedule for Disclosable Interest Holders

Approved by OMB
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See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual): Brian	MI: D	Last Name: McAuley	suffix:
2) Disclosable Interest Holders Name (if entity):		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: do Neoworld, Inc., 1515 Broad Street, Bloomfield, NJ 07003			
5) Type of Interest in Applicant (I,O,R) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): N/A		N/A9) Disclosable Interest Holders Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): President, Director of Applicant; Member of Neoworld Holdings, LLC. the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
None			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual): Andrew	MI:	Last Name: Daskalakis	suffix:
2) Disclosable Interest Holders Name (if entity):		3) Disclosable Interest Holders TIN: N/A	
4) Disclosable Interest Holders Address: c/o Neoworld, Inc., 1515 Broad Street, Bloomfield, NJ 07003			
5) Type of Interest in Applicant (O,R) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): N/A		9) Disclosable Interest Holders Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Senior Vice President, Chief Technical Officer and Director of Applicant; Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
AMK International, Inc.	Telecommunications		100%
Mobilecall, Inc.	Telecommunications		85 %
Five Apples, Inc.	Telecommunications		57.125 %

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

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3060 -0799
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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Stanley	MI: A	Last Name: De Cosmo	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: 2440 Cross Creek Lane, Escondido, CA 92025			
5) Type of Interest in Applicant (O,R) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): N/A		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Senior Vice President Indirect Distribution of Applicant; Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

II a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	II b) Principal Business:	II c) TIN:	II d) Percent of Interest Held:
S A DeCosmo	Telecommunications		100%

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 -0799
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public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Elby	MI:	Last Name: Loyd	suffix:
2) Disclosable Interest Holders Name (if entity):		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holders Address: do Neoworld, Inc., 1515 Broad Street, Bloomfield, NJ 07003			
5) Type of Interest in Applicant (I,O,R) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: NIA
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): N/A		9) Disclosable Interest Holders Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Senior Vice President Product Development of Applicant; Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
None			

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Schedule A**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Schedule for Disclosable Interest Holders

Approved by OMB
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public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual): James	MI: N	Last Name: Perry	suffix: Jr.
2) Disclosable Interest Holders Name (if entity):		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: c/o Madison Dearborn Partners, Three First National Plaza - Suite 3600, Chicago, IL 60602			
5) Type of Interest in Applicant (R) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of interest Held in Applicant: N/A
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): N/A		9) Disclosable Interest Holders Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Director of Applicant			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use 'additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
None			

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders**

Approved by OMB
3060 4799
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public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First-Name (if individual): Douglas	MI: C	Last Name: Grissom	Suffix:
2) Disclosable Interest Holders Name (if entity):		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: c/o Madison Dearborn Partners, Three First National Plaza - Suite 3600. Chicago, IL 60602			
5) Type of Interest in Applicant (R) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): N/A		9) Disclosable Interest Holders Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Director of Applicant			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
None			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): David	MI:	Last Name: Pearson	suffix:
2) Disclosable Interest Holders Name (if entity):		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holders Address: do Goldman, Sachs & Co., 85 Broad Street, New York, NY 10004			
5) Type of Interest in Applicant (R) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): N/A		9) Disclosable Interest Holders Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Director of Applicant			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held.
None			

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**FCC Ownership Disclosure Information for the
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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual): Watts	MI:	Last Name: Hamrick	Suffix:
2) Disclosable interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holders Address: do First Union Capital Partners, One First Union Center - 5th Floor / 301 South College Street, Charlotte, NC 28288-0732			
5) Type of Interest in Applicant (R) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): N/A		9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Director of Applicant			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
None			

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Schedule A**

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual): -	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Northwood Ventures, LLC (Northwood Capital Partners, LLC)		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holders Address: 485 Underhill Boulevard - Suite 205, Syosset, NY 11791			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (M) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: N/A	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holders Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A			

FCC Ownership Disclosure Information for the
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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Henry	MI: T	Last Name: Wilson	suffix:
2) Disclosable Interest Holders Name (if entity):		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holders Address: do Northwood Ventures, LLC, 485 Underhill Boulevard - Suite 205, Syosset, NY 11791			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: NIA
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

1 la) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
NIA			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Hunt Financial Corporation (The Lafayette Investment Fund, LP)			3j Disclosable Interest Holder's TIN: N/A
4) Disclosable Interest Holder's Address: 1445 Ross Avenue - 21st Floor, Dallas, TX 75202			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: NIA
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): O -Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Fred	MI:	Last Name: Oberstein	suffix:
2) Disclosable Interest Holders Name (if entity):		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: 20 Park Avenue -Apt. 15E, New York, NY 10016			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: NIA	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): Member interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: NIA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): -	MI:	Last Name:	suffix:
2) Disclosable Interest Holders Name (if entity): J.P. Morgan Capital Corp. (Sixty Wall Street Fund, LP)		3) Disclosable Interest Holder's TIN: NIA	
4) Disclosable Interest Holders Address: 101 California Street - Suite 3800, San Francisco, CA			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holders Type of Ownership →(refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holders Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner. list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

1 la) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
N/A			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Boston Millennia Partners (Boston Millennia Partners II, Boston Millennia Partners II-A, Boston Millennia Associates II Partnership)			3) Disclosable Interest Holder's TIN: N/A
4) Disclosable interest Holder's Address: 30 Rowes Wharf, Boston, MA 02110			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (G) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holder's Type of Ownership → (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: N/A	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
N/A			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holders Name (if entity): Rho Management Trust I		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holders Address: 152 West 57th Street - 23rd Floor, New York, NY 10019			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (0) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holders Type of Ownership -- (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holders Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
N/A			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holders Name (if entity): Revocable Trust of Jack Markell dated 7/9/97		3) Disclosable interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: Three Guyenne Road, Wilmington, DE 19807			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (0) (refer to Instructions-for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
N/A			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holders Name (if entity): Columbia Capital Equity Partners (QP), LP, Columbia Neoworld Partners, LLC (collectively "Columbia Capital")		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holders Address: 201 North Union Street -Suite 300, Alexandria, VA 22314			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (L,M) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holders Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
NIA			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Jackie	MI:	Last Name: Kimrey	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: c/o The Sevin Rosen Funds, Two Galleria Tower I 13455 Noel Road - Suite 1670, Dallas, TX 75240			
5) Type of Interest in Applicant (R,I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Director of Applicant; Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
None			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holders Name (if entity): Centerpoint Venture Fund II, LP		3) Disclosable Interest Holders TIN: N/A	
4) Disclosable Interest Holder's Address: 6601 North Capital of Texas Highway - Building 2 / Suite 225, Austin, TX 78731			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (L) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
N/A			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Noro-Mosley Partners IV, LP		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable interest Holder's Address: 4200 Northside Parkway - Building 9, Atlanta, GA 30327			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (L) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A			

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holders Name (if entity): AMP Nominees Limited		3) Disclosable Interest Holders TIN: N/A	
4) Disclosable Interest Holder's Address: 3 Finsbury Avenue, London, EC2M 2PA			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (0) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual): Chris		MI: T	Last Name: Blair	suffix:
2) Disclosable interest Holders Name (if entity):			3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: do Blair Asset Management, 5 Greenwich Office Park - 4th Floor, Greenwich, CT				
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holders Country of Citizenship: N/A		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
N/A			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Eileen	MI:	Last Name: Gildea	suffix:
2) Disclosable Interest Holders Name (if entity):		3) Disclosable Interest Holders TIN: N/A	
4) Disclosable Interest Holder's Address: c/o Neoworld, Inc., 1515 Broad Street, Bloomfield, NJ 07003			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holders Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
N/A			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Orhan	MI: S	Last Name: Khan	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: do ADI Corporation, 41 Binney Lane, Old Greenwich, CT			
5) Type of interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld. Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) percent of Interest Held:
N/A			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Steve	MI: 	Last Name: Mills	suffix:
2) Disclosable interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holders Address: c/o Neoworld, Inc., 1515 Broad Street, Bloomfield, NJ 07003			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holders Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
N/A			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): William	MI:	Last Name: Finneran	suffix:
2) Disclosable Interest Holders Name (if entity):		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holders Address: do First Union Securities, 12 East 49th Street - 26th Floor, New York, NY 10017			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: NIA	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from Indirect owner to the applicant): Member of Neoworld Holdings, LLC. the parent of Neoworld, inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

1 la) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
N/A			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual): Nathan	MI:	Last Name: Gantcher	suffix:
2) Disclosable Interest Holders Name (if entity):		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: 65 East 55th Street - 30th Floor, New York, NY 10022			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holder's Type of Ownership -(refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holders Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:
N/A			

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): Net Associates II			3) Disclosable Interest Holder's TIN: N/A
4) Disclosable Interest Holders Address: c/o Nathan Gantcher, 65 East 55th Street - 30th Floor, New York, NY 10022			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holders Country of Citizenship: N I A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Member of Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
N/A			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Brian D. McAuley Trust for the Benefit of Beth Kathlyn McAuley			3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: c/o Brian D. McAuley, 1515 Broad Street, Bloomfield, NJ 07003				
5) Type of Interest in Applicant (0) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): (0) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC			9) Disclosable Interest Holder's Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Membership interest in Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
N/A			

**FCC 602
Schedule A**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders**

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Brian D. McAuley Trust for the Benefit of Christian Brian McAuley			3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: do Brian D. McAuley, 1515 Broad Street, Bloomfield, NJ 07003				
5) Type of Interest in Applicant (0) (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): (0) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 - Membership interest in Neoworld Holdings, LLC			9) Disclosable Interest Holder's Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Membership interest in Neoworld Holdings, LLC, the parent of Neoworld. Inc. Neoworld, Inc. is the parent of the Applicant.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
N/A			

**FCC 602
Schedule A**

**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders**

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Brian D. McAuley Trust for the Benefit of Tricia Florence McAuley		3) Disclosable Interest Holder's TIN: N/A	
4) Disclosable Interest Holder's Address: do Brian D. McAuley, 1515 Broad Street, Bloomfield, NJ 07003			
5) Type of Interest in Applicant (0) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (0) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: N/A	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): O- Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holder's Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Membership interest in Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
N/A			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable interest Holder's Name (if entity): Brian D. McAuley Trust for the Benefit of Mary Elizabeth McAuley			3) Disclosable Interest Holder's TIN: N/A
4) Disclosable interest Holders Address: c/o Brian D. McAuley, 1515 Broad Street, Bloomfield, NJ 07003			
5) Type of Interest in Applicant (0) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (0) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: N/A
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): Membership interest in Neoworld Holdings, LLC		9) Disclosable Interest Holders Country of Citizenship: N/A	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant). Membership interest in Neoworld Holdings, LLC, the parent of Neoworld, Inc. Neoworld, Inc. is the parent of the Applicant.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

II a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	II b) Principal Business:	11c) TIN:	II d) Percent of Interest Held:
N/A			

**May 5, 2000 Changes to April 26, 2000
FCC Form 602: FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Neoworld License Holdings, Inc

- Amended item 7 on Schedule A for Madison Dearborn Partners to reduce its ownership percentage to 2 1%.
- Amended item 7 on Schedule A for First Union Capital Partners, LLC to reduce its ownership percentage to 13.6%.
- Amended item 7 on Schedule A for Goldman Sachs & Co. to reduce its ownership percentage to 13.6 %.
- Amended item 7 on Schedule A for the Seven Rosen Funds to reflect that its ownership interest is less than 10%.
- Amended Exhibit 1 to explain the unit composition of Neoworld, change the ownership percentages to reflect the ownership as if the Common Units were fully-diluted and to clarify the composition of Investor Equity and Management Equity.
- Amended Exhibit 2 to reflect the ownership of Neoworld as if the Common Units of the LLC were fully diluted.

**FCC Form 602: FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

Neoworld License Holdings, Inc.: Exhibit 1

Neoworld License Holdings, Inc. ("NLHI" or "Applicant"), a Delaware corporation, is a wholly-owned subsidiary of Neoworld, Inc., also a Delaware corporation. Both companies have their principal office located at 15 15 Broad Street, Bloomfield, New Jersey, 07003. Neoworld, Inc. is a wholly-owned subsidiary of Neoworld -Holdings, LLC ("Neoworld"), a Delaware limited liability company.

Ownership of Neoworld

For the Commission's convenience, attached hereto as Exhibit 2 is an organizational diagram for Applicant.

The units issued in Neoworld, the ultimate parent company of the Applicant, include both Preferred Units and Common Units. Preferred Units are convertible at any time into Common Units. Neoworld's Limited Liability Company Agreement provides that acts by LLC Members holding a majority of the outstanding Common Units on a fully-diluted basis (i.e., with Preferred Units voting together with the Common Units on an as-if-converted basis as a single class) shall be the acts of the Members.

Assuming the Common Units were fully-diluted, there are three entities, all American companies, that hold ten percent (10%) or greater interests in Neoworld. Their identity and associated ownership percentage are as follows:

<u>Entity</u>	<u>Ownership Percentage</u>
Madison Dearborn Partners (under the names of Madison Dearborn Capital Partners III, L.P., Madison Dearborn Special Equity III, L.P. and Special Advisors Fund I, LLC collectively "MDCP")	21%
First Union Capital Partners, LLC ("First Union")	13.6%
Goldman Sachs & Co. (under the names of GS Capital Partners III, L.P., GS Capital Partners III Offshore, L.P., Goldman, Sachs & Co. Verwaltungs GmbH, Stone Street Fund 2000, L.P. and Bridge Street Special Opportunities Fund 2000, L.P. collectively "Goldman Sachs")	13.6%

The remaining ownership (5 1.8%) of Neoworld is held by a number of unitholders among them the Sevin Rosen Funds, Columbia Capital; Hunt Financial Corporation; Northwood Ventures, LLC; and J.P. Morgan Capital Corp. None of these unitholders individually holds a ten percent (10%) or greater interest in Neoworld. Each member of Neoworld Holdings, LLC, regardless of its percentage interest, is identified on the Form 602 with a separate Schedule A for each.

Management of Neoworld

Applicant's Board of Directors is comprised of the same individuals who are Members of Neoworld's Board of Managers, All such individuals are citizens of the United States.

Neoworld's Board of Managers include five representatives designated by Members holding or entitled to vote a majority of the Investor Equity held by all Members, *i.e.*, MDCP, Goldman Sachs, First Union and Sevin Rosen. Investor Equity constitutes the Preferred Units initially issued to the Investors. The two representatives to the Board of Managers designated by MDCP are James N. Perry, Jr. and Douglas C. Grissom. Goldman Sachs' designated representative is David Pearson. First Union's representative is Watts Hamrick and Seven Rosen's representative is Jackie Kimzey.

Additionally, Brian D. McAuley and Andrew Daskalakis are the two representatives to the Board of Managers designated by the Members holding or entitled to vote a majority of the Management Equity held by all Members. Management Equity includes the Preferred Units and Common Units issued pursuant to Senior Management Agreements.

There remain two representative seats which have not been designated. These two will be designated by mutual agreement of a majority of the Investor Representatives and the Management Representatives. Neoworld intends to seek representatives with substantial telecommunications experience who are unaligned with any competitive service providers, including any domestic cellular, PCS, digital or analog SMR, or paging operator.

Brian M. McAuley, who was a co-founder of Fleet Call, Inc., now Nextel, and was its President and CEO from 1987 to 1993, is President and CEO of Neoworld. The Vice President of Indirect Distribution is Stanley A. DeCosmo, formerly a Senior Vice President for Motorola, Inc. with twenty-seven years of management experience in radio communications businesses, including sales and distribution. Neoworld's Vice President of Technology is Andrew Daskalakis, a qualified senior engineering consultant with over thirty years of experience in developing and implementing wireless communications, including senior level positions with Bell Laboratories, Motorola, Inc. and one of the initial cellular operators in New York City.

FCC-Regulated Businesses of Disclosable Interest Holders

As indicated on the Form 602, those entities that hold ten percent (10%) or greater interest in Neoworld are large institutional investors with a broad range of investments in the telecommunications industry. None of these investors will be involved in the day-to-day management decisions of Applicant. Applicant has requested from those entities and from the officers and directors of Neoworld all information necessary to complete the Form 602. The Form

602 and associated schedules reflect the responses received to date. Should Applicant receive data which substantially and significantly changes the information furnished in the Form, it will notify the Commission pursuant to FCC Rule Section 1.65.

Ownership Structure of Neoworld License Holdings, Inc.

